

Exhibit C

Unanimous Consent in Lieu of Special Meeting of the Board of Directors of
LUKOIL Americas Corp.
(October 27, 2000)

UNANIMOUS CONSENT IN LIEU OF
SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
LUKOIL AMERICAS CORPORATION

As of October 27, 2000

The undersigned, being the sole member of the Board of Directors (the "Board") of Lukoil Americas Corporation, a Delaware corporation ("Parent"), does hereby consent that when he shall have signed this consent, or identical counterparts hereof, the following Resolutions shall then be deemed to be adopted, to the same extent and to have the same force and effect as if adopted by unanimous vote at a formal meeting of the Board duly called and held for the purpose of acting upon the proposal to adopt such Resolutions, all in accordance with Section 141 of the General Corporation Law of the State of Delaware:

1. Authorization of the Merger, the Merger Agreement and Certain Related Agreements.

WHEREAS, Parent is considering a merger (the "Merger") of Mikecon Corp., its wholly-owned subsidiary and a Delaware corporation (the "Acquisition Company"), with and into Getty Petroleum Marketing, Inc., a Maryland corporation (the "Company"), pursuant to a proposed Agreement and Plan of Merger (the "Merger Agreement") among the Company, OJSC Oil Company LUKoil, LUKoil International GmbH, Parent and Acquisition Company, a draft of which has previously been delivered to the sole member of the Board;

WHEREAS, the Merger Agreement provides for (i) a tender offer (the "Offer") by Acquisition Company for all of the issued and outstanding shares of the Company's common stock, par value \$.01 per share (the "Company Common Stock"), at a price per share of Company Common Stock of \$5.00 net in cash (such price, or any higher price per share paid in the Offer, the "Offer Price"), and (ii) a second step merger (the "Merger") of Acquisition Company with and into the Company, with the Company as the surviving corporation (the "Surviving Corporation");

WHEREAS, the Board has determined that the Merger Agreement and the transactions contemplated thereby are in the best interests of Parent and Acquisition Company and the Board desires to approve the Merger Agreement and the other agreements and documents to be executed and delivered in connection therewith and the transactions contemplated thereby;

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the proposed Merger Agreement, which has been previously distributed to the Board, be and they hereby are declared advisable, authorized and approved in all respects and for all purposes, with such changes, modifications or other additions thereto as the officers of Parent, or any of them, shall approve, with such approval to be conclusively established by execution thereof by any such officer;

FURTHER RESOLVED, that the other agreements, instruments and documents to be executed and delivered in connection with the Merger Agreement (collectively, the "Ancillary");

Documents") are hereby approved in all respects, in such form, and with such changes, modifications or additions thereto, as the officers of Parent, or any of them, shall approve, such approval to be conclusively established by execution thereof by any such officer;

FURTHER RESOLVED, that the Board has determined that the Merger Agreement and the Ancillary Documents and the transactions contemplated thereby, including the Offer and the Merger, are advisable and in the bests interests of Parent and recommends that Parent's stockholder approve and adopt the Merger Agreement and the Merger;

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized and directed to execute and deliver, for and on behalf of the Company, the Merger Agreement and the Ancillary Documents, to negotiate, cause to be prepared, execute and deliver, for and on behalf of Parent, any amendment to the Merger Agreement and the Ancillary Documents to which Parent is a necessary party, and to take such further action as they or any of them may deem necessary or advisable to carry out the Merger and all other transactions contemplated by the Merger Agreement and the Ancillary Documents, such determination to be conclusively evidenced by the taking of any such further action;

FURTHER RESOLVED, that the acts of the officers of Parent prior to the date hereof, in connection with the actions contemplated hereby, are hereby ratified, approved, adopted and confirmed in all respects.

2. Authorization of Tender Offer.

NOW, THEREFORE, BE IT RESOLVED, that the Board deems it to be advisable and in the best interests of Parent, and hereby approves, that Parent cause Acquisition Company to commence the Offer pursuant to the terms of the Merger Agreement;

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized to prepare, execute and file, on behalf of Parent, all documents with the Securities and Exchange Commission as may be necessary or appropriate to comply with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, in connection with the Offer, including, without limitation, (i) Schedule TO, (ii) all other reports, statements, documents and information required to be filed by Parent and (iii) all amendments to any of the foregoing, all in such forms as the officers preparing, executing and/or filing the same, with the advice of counsel, consider necessary or appropriate, and to file all exhibits to such reports, statements, documents and information and amendments thereto as the officers preparing, executing and/or filing the same, with the advice of counsel, shall approve as necessary or desirable, such approval to be conclusively established by their execution (if appropriate) and filing thereof; and

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized to prepare, execute and file, on behalf of Parent, all other reports, statements, documents and information required to be filed by Parent to comply with all applicable requirements of any applicable federal laws, any state securities or other laws of the laws of any foreign jurisdiction relating to the Offer.

3. Payment of Expenses and Fees.

RESOLVED, that the appropriate officers of Parent are authorized and empowered, on behalf of Parent and in its name, to pay any and all expenses and fees arising in connection with the transactions and other matters encompassed by the foregoing resolutions.

4. General.

RESOLVED, that the officers of Parent be, and each of them hereby is, authorized and empowered, in the name and on behalf of Parent, to do or cause to be done any and all such acts and things and to make, execute, acknowledge or verify, deliver and record or file, any and all such certificates, notices, statements, consents, instruments, documents or papers, and to transfer such funds of Parent, as they may deem necessary or desirable in order to consummate the transactions approved in, and effect all other things intended by, the foregoing resolutions, the necessity and desirability of each such certificate, notice, statement, consent or other instrument, document or paper, payment of money, or other act or thing, to be conclusively evidenced by the execution and delivery thereof by any such officer or by his taking such action, and each officer of Parent is hereby authorized and empowered, in the name and on behalf of Parent, to attest or join in the execution of any or all such certificates, notices, consents, and other instruments, documents or papers which shall be so signed on behalf of Parent by any officer of Parent, to join in the acknowledgment or verification of such certificates, notices, statements, consents, and other instruments, documents or papers, to deliver or join in delivering the same, and to execute and deliver any certificates or statements which may be appropriate in connection therewith; and


FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized and empowered, in the name and on behalf of Parent, to approve and execute and deliver any amendments to the aforementioned documents that may be necessary or desirable to effect the transactions, filings and other things contemplated thereby, such approval to be conclusively evidenced by execution and delivery thereof; and

FURTHER RESOLVED, that the officers of Parent be, and each of them hereby is, authorized and empowered, in the name and on behalf of Parent, to certify and furnish copies as may be necessary of this and the foregoing resolutions and statements as to the incumbency of the corporate officers of Parent, if reasonably requested, and any person receiving such a certified copy or statement is and shall be authorized to rely upon the contents thereof.

5. Ratification of Actions.

RESOLVED, that any and all actions taken on behalf of Parent in connection with any of the transactions described in the foregoing resolutions be, and they hereby are, ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned director has executed this Unanimous Consent of the Board of Lukoil Americas Corporation as of the date first set forth above.



Vadim Gluzman